



THE UNITED STATES CORPORATION COMPANY

98000005463

ACCOUNT NO. : 072100000032

REFERENCE : 972836 4335034

AUTHORIZATION : Patricia Pizut

COST LIMIT : \$ 70.00

ORDER DATE : September 24, 1998

ORDER TIME : 10:23 AM

ORDER NO. : 972836-005

CUSTOMER NO: 4335034

CUSTOMER: Ms. Sandra Castleman Fainsbert, Mase & Snyder 11835 West Olympic Boulevard Ste. 1100 Los Angeles, CA 90064

FOREIGN FILINGS

wag-22018

NAME: INDUSTRIAL REALTY GROUP, INC 800002649066--8

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

RECEIVED 98 SEP 25 AM 11:25 DIVISION OF CORPORATIONS

SECRETARY OF STATE TALLAHASSEE FLORIDA 98 SEP 25 AM 10:19 FILED 2/29/30



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 25, 1998

CSC
ATTN: JEANINE REYNOLDS

SUBJECT: INDUSTRIAL REALTY GROUP, INC.
Ref. Number: W98000022018

We have received your document(s) in this office, however, a copy of the document is being returned for the following:

A brief description of the entity's nature of business must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 298A00048400

RESUBMIT
Please give original
submission date as file date.

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98 SEP 30 AM 9:52
DIVISION OF CORPORATION

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:*

1. Industrial Realty Group, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware 3. 13-3966402
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. September 12, 1997 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. October 20, 1998
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. One West Avenue
Larchmont, New York 10538
(Current mailing address)

8. To operate real estate
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box acceptable)
Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(Zip Code)

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TALLAHASSEE, FLORIDA

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company
By: Stephen J. Roberts
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY- P.O. Box NOT acceptable)

A. DIRECTORS (Street address only- P.O. Box NOT acceptable)

Chairman: Stuart Lichter

Address: One West Avenue, Larchmont, New York 10538

Vice Chairman: David Oseicki

Address: One West Avenue, Larchmont, New York 10538

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P.O. Box NOT acceptable)

President: Stuart Lichter

Address: One West Avenue, Larchmont, New York 10538

Vice President: Stuart Lichter

Address: One West Avenue, Larchmont, New York 10538

Secretary: Margaret Kolb

Address: One West Avenue, Larchmont, New York 10538

Treasurer: Stuart Lichter

Address: One West Avenue, Larchmont, New York 10538

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TALLAHASSEE FLORIDA

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. By: Industrial Realty Group, Inc.
By: [Signature]

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. Stuart Lichter, President

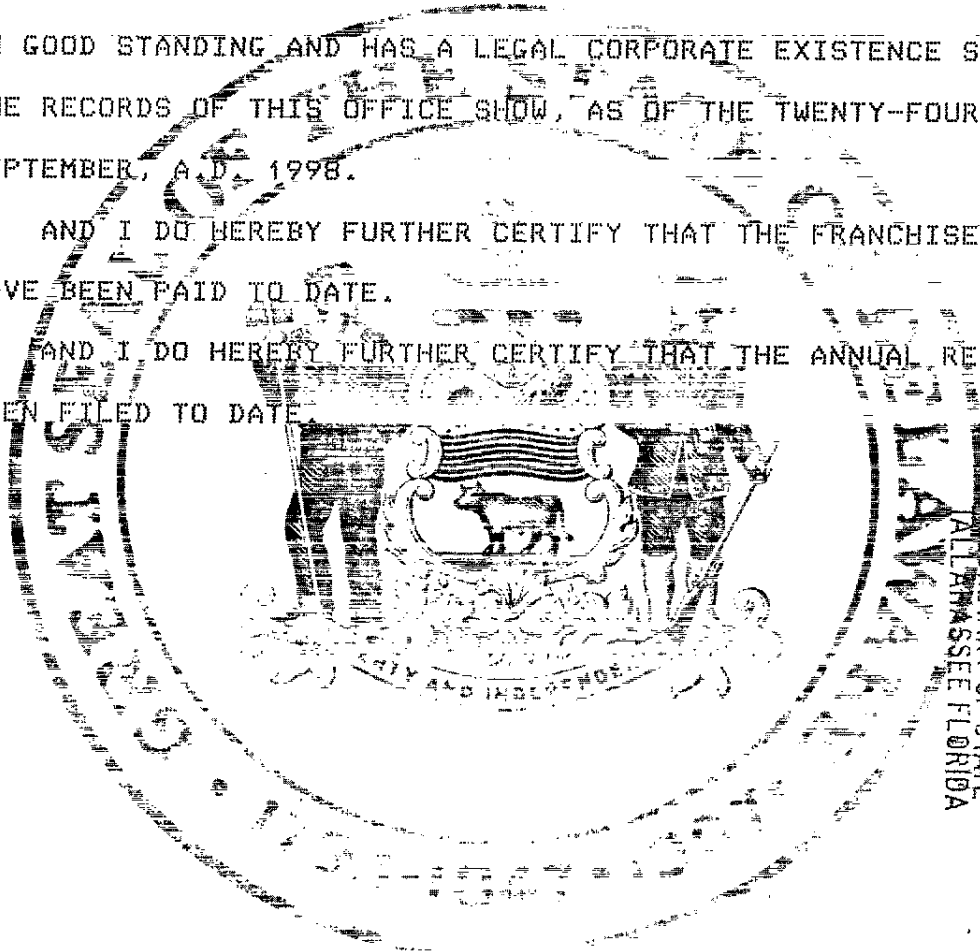
(Typed or printed name and capacity of person signing application)

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INDUSTRIAL REALTY GROUP, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY OF SEPTEMBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



SECRETARY OF STATE
ALLIANCE FLORIDA

98 SEP 25 AM 10:19

FILED



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

9319329

DATE:

09-24-98